

RECORDATION NO. 27884-A FILED

DEC 22 '09 -2 30 PM

SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

December 22, 2009

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423

Re: RBSAF No 98-041

Dear Section Chief,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease Assignment (RBSAF No. 98-041), dated as of December 18, 2009, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease previously filed with the Board under Recordation Number 27884.

The names and addresses of the parties to the enclosed document are:

Assignor: RBS Asset Finance, Inc.
480 Jefferson Blvd.
Warwick, RI 02886

Assignee: BB&T Equipment Finance Corporation
102 W Pennsylvania Avenue
Towson, MD 21204

A description of the railroad equipment covered by the enclosed document is:

36 pieces of maintenance of way equipment: Nordco 67 Anchor Remover 670031, Nordco BAAM Auto Anchor 690044, 4 Kershaw 46-60 Ballast Regulators 46-620-07, 46-621-07, 46-623-07, 46-624-07, Caterpillar 12-H Motor Grader AMZ00888, 9 Caterpillar 420E-IT Backhoes KMW01504, KMW01499, KMW01526, KMW01488, KMW01464, KMW01481, KMW01485, KMW00915, KMW00856, Nordco CX-NG Spiker w/Nipper & Gager 410777, 4 Nordco CX-N Spiker w/Nippers 410778, 410779, 410780, 410781, Nordco CX-NG Spiker w/Nipper & Gager 410783, Nordco CX-N Spiker w/Nipper 410784, 5 Nordco SP2R Spike Pullers 310088 - 310092, 2 Jackson 6700-SJ Production Switch Tampers 153470 and 153471, Jackson 3300-S Switch Chase Tamper 153474, 2 Caterpillar CMC-312C Magnet Cranes CBA04128 and CBA04136, 2 Superior Sales SHC6301 Bulk Hopper Carts SHC3880-3-07 and SHC3880-4-07 and Kershaw 46-60 Ballast Regulator 46-622-07.

A short summary of the document to appear in the index is:

Memorandum of Lease Assignment (RBSAF No. 98-041).

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W Alvord

RWA/sem
Enclosures

RECORDATION NO. 27884-A FILED

MEMORANDUM OF LEASE ASSIGNMENT

DEC 22 '09 -2 30 PM

(RBSAF - No. 98)

SURFACE TRANSPORTATION BOARD

This Memorandum of Lease Assignment, dated as of December 18, 2009, is made by RBS Asset Finance, Inc., a New York corporation ("Assignor") and BB&T Equipment Finance Corporation, a North Carolina corporation ("Assignee").

Pursuant to that certain Master Lease Agreement No. 98, dated as of August 31, 2006 (as amended, supplemented or otherwise modified from time to time, the "Master Lease"), between Assignor and BNSF Railway Company, a Delaware corporation ("Lessee"), Assignor and Lessee have entered into that certain Equipment Schedule No. 041 (as amended, supplemented or otherwise modified from time to time, the "Equipment Schedule"), which Equipment Schedule incorporates all of the terms and conditions of the Master Lease. The Equipment Schedule covers the property described on the attached Exhibit A (the "Equipment").

Assignor has assigned, transferred and conveyed to Assignee all of Assignor's right, title and interest, and all of Assignor's obligations, in, to and under the Equipment Schedule and in and to the Equipment.

IN WITNESS WHEREOF, the parties have executed this Memorandum of Lease Assignment as of the day and year first written above.

RBS ASSET FINANCE, INC., Assignor

By 

Name Soula Perakis
Assistant Vice President

Title _____

**BB&T EQUIPMENT FINANCE
CORPORATION, Assignee**

By _____

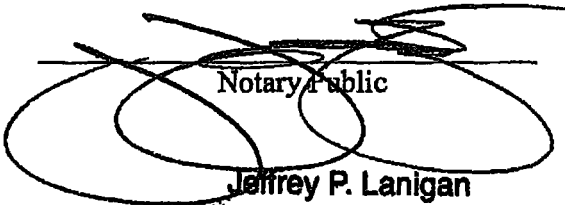
Name _____

Title _____

State of Illinois)
) ss:
County of Cook)

BEFORE ME, a Notary Public in and for said County and State, personally appeared RBS Asset Finance, Inc., a New York corporation (the "Corporation"), by Soula Perakis, its Assistant Vice President, who acknowledged that he signed the foregoing Memorandum of Lease Assignment and that the same is his free act and deed, individually and as an officer of the Corporation, and the free act and deed of the Corporation.

IN TESTIMONY WHEREOF, I have hereunto set my hand and official seal at Chicago, Illinois, this 17th day of December, 2009.


Notary Public
Jeffrey P. Lanigan



MEMORANDUM OF LEASE ASSIGNMENT

(RBSAF – No. 98)

This Memorandum of Lease Assignment, dated as of December 18, 2009, is made by RBS Asset Finance, Inc., a New York corporation ("Assignor") and BB&T Equipment Finance Corporation, a North Carolina corporation ("Assignee").

Pursuant to that certain Master Lease Agreement No. 98, dated as of August 31, 2006 (as amended, supplemented or otherwise modified from time to time, the "Master Lease"), between Assignor and BNSF Railway Company, a Delaware corporation ("Lessee"), Assignor and Lessee have entered into that certain Equipment Schedule No. 041 (as amended, supplemented or otherwise modified from time to time, the "Equipment Schedule"), which Equipment Schedule incorporates all of the terms and conditions of the Master Lease. The Equipment Schedule covers the property described on the attached Exhibit A (the "Equipment").

Assignor has assigned, transferred and conveyed to Assignee all of Assignor's right, title and interest, and all of Assignor's obligations, in, to and under the Equipment Schedule and in and to the Equipment.

IN WITNESS WHEREOF, the parties have executed this Memorandum of Lease Assignment as of the day and year first written above.

RBS ASSET FINANCE, INC., Assignor

By _____

Name _____

Title _____

**BB&T EQUIPMENT FINANCE
CORPORATION, Assignee**

By  _____

Name
CONSTANCE W. LANCASTER

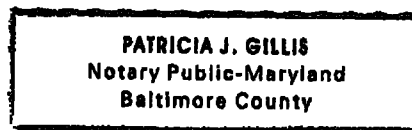
Title **SENIOR VICE PRESIDENT**

State of MARYLAND)
County of BALTIMORE) ss:

BEFORE ME, a Notary Public in and for said County and State, personally appeared BB&T Equipment Finance Corporation, a North Carolina corporation (the "Corporation"), by CONSTANCE W. LANCASTER, its SENIOR V.P., who acknowledged that he signed the foregoing Memorandum of Lease Assignment and that the same is his free act and deed, individually and as an officer of the Corporation, and the free act and deed of the Corporation.

IN TESTIMONY WHEREOF, I have hereunto set my hand and official seal at TOWSON, MD, this 17th day of December, 2009.

Patricia J. Gillis
Notary Public



Commission expires 12/4/2012

EXHIBIT A
to
MEMORANDUM OF LEASE ASSIGNMENT

1. **Equipment Schedule:** Equipment Schedule No. 041.
2. **Initial Term:** The Initial Term of Equipment Schedule No. 041 is 84 months commencing as of September 1, 2007.
3. **Equipment:** The Equipment covered by Equipment Schedule No. 041 consists of the following described property together with all additions, attachments, accessories and accessions thereto, whether or not furnished by the supplier of the Equipment, any and all substitutions, replacements or exchanges therefor and any and all proceeds (including insurance proceeds) of the foregoing:

<u>Qty</u>	<u>Mfr</u>	<u>Model/ Feature</u>	<u>Description</u>	<u>Serial Number</u>	<u>BNSF Number</u>
1	Nordco	67	Anchor Remover	670031	X0100519
2	Caterpillar	CMC-312C	Magnet Crane	CBA04128 CBA04136	X6000270 X6000271
1	Kershaw	46-60	Ballast Regulator	46-620-07	X0600443
1	Kershaw	46-60	Ballast Regulator	46-624-07	X0600447
1	Caterpillar	420E-IT	Backhoe	KMW01504	X3200906
2	Kershaw	46-60	Ballast Regulator	46-623-07 46-622-07	X0600446 X0600445
2	Superior Sales	SHC6301	Bulk Hopper Cart	SHC3880-3-07 SHC3880-4-07	X8700062 X8700063
1	Nordco	CX-N	Spiker w/Nipper	410780	X4400413
1	Nordco	BAAM	Auto Anchor	690044	X0100531
2	Caterpillar	420E-IT	Backhoe	KMW01499 KMW00856	X3200907 X3200914
1	Nordco	CX-N	Spiker w/Nipper	410781	X4400414
1	Nordco	CX-NG	Spiker w/Nipper & Gager	410783	X4400415
2	Nordco	SP2R	Spike Puller	310088	X4700460

				310089	X4700461
1	Kershaw	46-60	Ballast Regulator	46-621-07	X0600444
1	Caterpillar	12-H	Motor Grader	AMZ00888	X2500058
1	Jackson	6700-SJ	Production Switch Tamper	153471	X5400449
1	Nordco	CX-NG	Spiker w/Nipper & Gager	410777	X4400408
2	Nordco	CX-N	Spiker w/Nipper	410778 410779	X4400411 X4400412
2	Nordco	SP2R	Spike Puller	310090 310091	X4700462 X4700463
1	Caterpillar	420E-IT	Backhoe	KMW01526	X3200908
1	Caterpillar	420E-IT	Backhoe	KMW01488	X3200909
2	Caterpillar	420E-IT	Backhoe	KMW01464 KMW01485	X3200910 X3200912
2	Caterpillar	420E-IT	Backhoe	KMW01481 KMW00915	X3200911 X3200913
1	Nordco	CX-N	Spiker w/Nipper	410784	X4400416
1	Nordco	SP2R	Spike Puller	310092	X4700464
1	Jackson	6700-SJ	Production Switch Tamper	153470	X5400448
1	Jackson	3300-S	Switch Chase Tamper	153474	X5600253

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 12/22/09



Robert W Alvord